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RECORDATION NO. 26079-18 FILED

DEC 28 '05 11:39 AM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

December 28, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Supplement (Lot 2) (MBTA-2005-FT), dated as of December 27, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Head Lease Agreement which is being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Lessor:	MBTA-2005-FT Statutory Trust c/o Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware, 19890-0001
Lessee:	Massachusetts Bay Transportation Authority Ten Park Plaza Boston, Massachusetts 02116

Mr. Vernon A. Williams
December 27, 2005
Page 2

A description of the railroad equipment covered by the enclosed document is:

17 Blind Trailer Coaches with MBTA rail marks and with road numbers 750 - 766.

A short summary of the document to appear in the index is:

Memorandum of Lease Supplement (Lot 2) (MBTA-2005-FT).

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 26079-1 FILED

DEC 28 '05 11:39 AM

MEMORANDUM OF LEASE SUPPLEMENT (LOT 2) (MBTA-2005-FT)
SURFACE TRANSPORTATION BOARD

Memorandum of Lease Supplement (Lot 2) (MBTA-2005-FT), made and entered into on December 27, 2005 by and between **MBTA-2005-FT STATUTORY TRUST**, a Delaware statutory trust, having its principal place of business in care of Wilmington Trust Company, Rodney Square North, 1100 North Market Street, Wilmington, DE, 19890-0001, Attention: Corporate Trust Administration (the "**Lessor**"), and **MASSACHUSETTS BAY TRANSPORTATION AUTHORITY**, a body politic and corporate and political subdivision of The Commonwealth of Massachusetts, having its principal office at Ten Park Plaza, Boston, MA 02116, Attention Jonathan R. Davis, Deputy General Manager and Chief Financial Officer (the "**Lessee**").

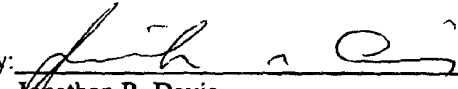
WITNESSETH:

The undersigned have entered into that certain Lease Supplement (MBTA-2005-FT), dated as of December 27, 2005, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto.

Remainder of page intentionally left blank

LESSEE:

MASSACHUSETTS BAY TRANSPORTATION
AUTHORITY

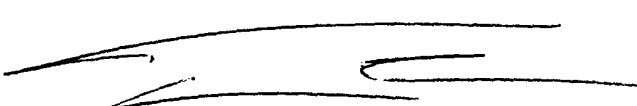
By: 
Jonathan R. Davis
Deputy General Manager and Chief Financial
Officer

ACKNOWLEDGEMENT

STATE OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

On Dec 20, 2005, before me, Timothy Rempe, personally came
Jonathan R. Davis, personally known to me to be the person whose name is subscribed to
the within instrument and acknowledged to me that she executed the same in her authorized
capacity and that by her signature on the instrument, the person or the entity upon behalf of
which the person acted, executed the instrument.

Witness my hand and official seal.


Notary Public

My commission expires on 5/5, 2011

IN WITNESS WHEREOF, the Lessor and the Lessee have each caused this Memorandum of Lease Supplement (Lot 2) (MBTA-2005-FT) to be duly executed by their respective authorized officers on the day and year first above written.

LESSOR:

MBTA 2005-FT STATUTORY TRUST

By Wilmington Trust Company, not in its individual capacity, but solely as Trustee

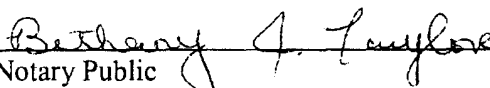
By: 
Name:
Title: **Michele C. Harra**
Financial Services Officer

ACKNOWLEDGEMENT

STATE OF Delaware)
COUNTY OF NEW CASTLE) ss.

On Dec. 23rd, 2005, before me, **Bethany J. Taylor**, personally came **Michele C. Harra**, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.


Notary Public

My commission expires on _____, 20__

BETHANY J. TAYLOR
Notary Public - State of Delaware
My Comm. Expires Oct. 20, 2007

Exhibit A
to the
Lease Supplement
(MBTA-2005-FT)
Equipment Lot No. 2


Description of Equipment; Equipment Values

Description	Serial Number	Equipment Value (as expressed in U.S. Dollars)
Blind Trailer Coach	750	2,814,000
Blind Trailer Coach	751	2,814,000
Blind Trailer Coach	752	2,814,000
Blind Trailer Coach	753	2,814,000
Blind Trailer Coach	754	2,814,000
Blind Trailer Coach	755	2,814,000
Blind Trailer Coach	756	2,814,000
Blind Trailer Coach	757	2,814,000
Blind Trailer Coach	758	2,814,000
Blind Trailer Coach	759	2,814,000
Blind Trailer Coach	760	2,814,000
Blind Trailer Coach	761	2,814,000
Blind Trailer Coach	762	2,814,000
Blind Trailer Coach	763	2,814,000
Blind Trailer Coach	764	2,814,000
Blind Trailer Coach	765	2,814,000
Blind Trailer Coach	766	2,814,000

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/27/05



Robert W. Alvord